

Exhibit A

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

PNC BANK, NATIONAL
ASSOCIATION,
Plaintiff,

v.

MICHAEL A. HOCHMAN,
MICHAEL A. HOCHMAN M.D., P.A.,
CLEAR VISION EXPRESS, LTD.,
CLEAR VISION EXPRESS TUCSON,
LLC, and CVE ARIZONA
OPTOMETRY, LLC
Defendants.

CIVIL ACTION NO. 5:22-CV-00078

DECLARATION OF PETER MCKERNAN

I, Peter McKernan, pursuant to 28 U.S.C. § 1746, make this Declaration in support of PNC Bank National Association's ("PNC") First Amended Complaint, and do state under penalty of perjury as follows:

1. My name is Peter McKernan. I am over the age of 21, am of sound mind, suffer from no legal or mental disabilities, and am fully competent to testify on the matters stated herein. I have personal knowledge and/or the institutional knowledge of PNC, of the facts stated herein and they are true and correct.

2. I am a Vice President in the Commercial Asset Team at PNC, the Plaintiff in this proceeding. I am an officer of PNC responsible for overseeing the collection of the outstanding balances on the various loans made to Michael A. Hochman ("Dr. Hochman"), Michael A. Hochman M.D., P.A. (the "PA"), Clear Vision Express, Ltd. ("CVE Ltd."), Clear Vision Express Tucson, LLC ("CVE Tucson"), and CVE Arizona Optometry, LLC ("CVE AZ Optometry"), the Defendants in this proceeding. I am also a custodian of records of PNC.

3. Dr. Hochman, the PA, CVE Ltd., CVE Tucson, and CVE AZ Optometry borrowed money from PNC's predecessor-in-interest for certain business purposes (collectively, the "Loans").

4. In connection with the Loans, Dr. Hochman, the PA, CVE Ltd., CVE Tucson, and CVE AZ Optometry executed certain promissory notes payable to PNC Bank's predecessor-in-interest, BBVA USA, which was formerly known as Compass Bank (collectively, with all renewals, extensions, modifications, and/or changes in terms agreements, the "Notes") on the dates and for the amounts indicated below:

<u>Loan No.</u>	<u>Borrower</u>	<u>Title</u>	<u>Date</u>	<u>Amount</u>	<u>Exhibit</u>
XXXXXX9879 (" <u>Loan 9879</u> ")	The PA	Promissory Note	07/06/2016	\$400,000.00	A-1
XXXXXX9828 (" <u>Loan 9828</u> ")	CVE Ltd.	Promissory Note	07/06/2016	\$1,200,000.00	A-2
XXXXXX66-26 (" <u>Loan 66-26</u> ")	CVE Ltd.	Promissory Note	06/09/2017	\$400,000.00	A-3
XXXXXX41-18 (" <u>Loan 41-18</u> ")	CVE Tucson	Promissory Note	07/19/2017	\$1,125,000.00	A-4
XXXXXX41-59 (" <u>Loan 41-59</u> ")	CVE Tucson	Promissory Note	07/19/2017	\$1,175,000.00	A-5
XXXXXX58-34 (" <u>Loan 58-34</u> ")	CVE AZ Optometry	Promissory Note	07/19/2017	\$150,000.00	A-6
XXXXXX58-42 (" <u>Loan 58-42</u> ")	CVE AZ Optometry	Promissory Note	07/19/2017	\$315,000.00	A-7

5. True and correct copies of the aforementioned Notes are attached hereto as Exhibits A-1, A-2, A-3, A-4, A-5, A-6, and A-7.

6. With respect to the Loans and Notes at issue in this proceeding, PNC is the successor to BBVA USA, which was formerly known as Compass Bank. PNC and BBVA USA

merged on October 8, 2021. All references to "PNC" herein shall include, where appropriate, PNC's aforementioned predecessor-in-interest.

7. As a result of the merger, PNC is now the legal owner and holder of the Notes referenced herein.

8. Attached hereto as Exhibit A-8 is a true and correct copy of a sworn statement, dated June 25, 2019, by Brian Herrick, Executive Vice President and Associate General Counsel of BBVA USA, certifying that the attached letter dated March 26, 2019 from the State of Alabama State Banking Department regarding the use of the name "BBVA USA" was duly executed and a true and complete copy of the original.

9. Attached hereto as Exhibit A-9 is a true and correct copy of a sworn statement, dated July 1, 2019, by Matt Geller, Senior Vice President, Senior Corporate Counsel, and Assistant Secretary of BBVA USA, certifying that the attached instrument issued by the Alabama Secretary of State pertaining to the name reservation for "BBVA USA" was duly executed and is a true and complete copy of the original.

10. Attached hereto as Exhibit A-10 is a true and correct copy of a sworn statement, dated July 1, 2019, by Matt Geller, Senior Vice President, Senior Corporate Counsel, and Assistant Secretary of BBVA USA, certifying that the attached instrument titled *Articles of Restatement of the Restate Certificate of Incorporation of Compass Bank*, which memorialized the change in name from Compass Bank to "BBVA USA, was duly executed and is a true and complete copy of the original.

11. Attached hereto as Exhibit A-11 is a true and correct copy of a sworn Certificate, dated October 7, 2021, by Alicia G. Powell, Corporate Secretary of The PNC Financial Services

Group, Inc. (the "Corporation") certifying that the resolutions contained therein were adopted by the Boards of Directors of the PNC and the Corporation via written consent in lieu of a meeting.

12. Attached hereto as Exhibit A-12 is a true and correct copy of a sworn Certificate, dated October 7, 2021, by Alicia G. Powell, Secretary of PNC, certifying that the document attached thereto is a true and correct copy of the original fully executed Agreement of Merger of BBVA USA With and Into PNC Bank, National Association.

13. Attached hereto as Exhibit A-13 is a true and correct copy of a sworn Certificate, dated November 10, 2021, by Alicia G. Powell, Secretary of PNC, certifying that effective October 8, 2021 at 11:59 p.m. EDT, BBVA USA was merged with and into PNC.

14. Exhibits A-1, A-2, A-3, A-4, A-5, A-6, A-7, A-8, A-9, A-10, A-11, A-12, and A-13 attached hereto are records kept by PNC in the regular course of business, and it was the regular course of business of PNC for an employee or representative of PNC, with knowledge of the act, event, condition, opinion, or diagnosis that was recorded, to make those records or to transmit the information to be included in those records. Those records were made at or near the time or reasonably soon after the act, event, conditions, opinion, or diagnosis that was recorded. Those records are the originals or exact duplicates of those originals

Executed on October 31, 2022 in Maricopa County, State of Arizona.


